

Welling Glenn W.
Form 4
April 04, 2018

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Welling Glenn W.

2. Issuer Name and Ticker or Trading Symbol
HAIN CELESTIAL GROUP INC
[HAIN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
04/02/2018

Director 10% Owner
 Officer (give title below) Other (specify below)

C/O ENGAGED CAPITAL, LLC, 610 NEWPORT CENTER DRIVE, SUITE 250

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

NEWPORT BEACH, CA 92660

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	04/02/2018		A	(A) V Amount (D) Price 7,357 (1) A \$ 30.99	7,357	D	
Common Stock					1,407,543	I	By: Engaged Capital Co-Invest VI-C, LP (2)
Common Stock					1,382,115	I	By: Engaged

Common Stock	2,117,002	I	By: Engaged Capital Co-Invest VI, LP ⁽⁴⁾
Common Stock	4,412,690	I	By: Engaged Capital Co-Invest VI-A, LP ⁽⁵⁾
Common Stock	2,322,405	I	By: Engaged Capital Co-Invest VI-B, LP ⁽⁶⁾
Common Stock	119,487	I	By: Managed Account of Engaged Capital, LLC ⁽⁷⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Code V (A) (D)				

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Welling Glenn W. C/O ENGAGED CAPITAL, LLC 610 NEWPORT CENTER DRIVE, SUITE 250 NEWPORT BEACH, CA 92660	X	X		

Signatures

/s/ Glenn W.
Welling

04/04/2018

**Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) Represents a grant of restricted shares of the Issuer's common stock, which will vest in three (3) equal installments on April 2, 2019, 2020 and 2021.

(2) Securities held directly by Engaged Capital Co-Invest VI-C, LP ("Engaged Capital Co-Invest VI-C"). Glenn W. Welling, by virtue of his position as the founder and Chief Investment Officer of Engaged Capital, LLC ("Engaged Capital"), the general partner and investment adviser of Engaged Capital Co-Invest VI-C, and as the sole member of Engaged Capital Holdings, LLC ("Engaged Holdings"), the managing member of Engaged Capital, may be deemed to beneficially own the securities owned directly by Engaged Capital Co-Invest VI-C for purposes of Section 16. Mr. Welling expressly disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

(3) Securities held directly by Engaged Capital Flagship Master Fund, LP ("Engaged Capital Master"). Mr. Welling, by virtue of his position as the founder and Chief Investment Officer of Engaged Capital, the general partner and investment adviser of Engaged Capital Master, and as the sole member of Engaged Holdings, the managing member of Engaged Capital, may be deemed to beneficially own the securities owned directly by Engaged Capital Master for purposes of Section 16. Mr. Welling expressly disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

(4) Securities held directly by Engaged Capital Co-Invest VI, LP ("Engaged Capital Co-Invest VI"). Mr. Welling, by virtue of his position as the founder and Chief Investment Officer of Engaged Capital, the general partner and investment adviser of Engaged Capital Co-Invest VI, and as the sole member of Engaged Holdings, the managing member of Engaged Capital, may be deemed to beneficially own the securities owned directly by Engaged Capital Co-Invest VI for purposes of Section 16. Mr. Welling expressly disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

(5) Securities held directly by Engaged Capital Co-Invest VI-A, LP ("Engaged Capital Co-Invest VI-A"). Mr. Welling, by virtue of his position as the founder and Chief Investment Officer of Engaged Capital, the general partner and investment adviser of Engaged Capital Co-Invest VI-A, and as the sole member of Engaged Holdings, the managing member of Engaged Capital, may be deemed to beneficially own the securities owned directly by Engaged Capital Co-Invest VI-A for purposes of Section 16. Mr. Welling expressly disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

(6) Securities held directly by Engaged Capital Co-Invest VI-B, LP ("Engaged Capital Co-Invest VI-B"). Mr. Welling, by virtue of his position as the founder and Chief Investment Officer of Engaged Capital, the general partner and investment adviser of Engaged Capital Co-Invest VI-B, and as the sole member of Engaged Holdings, the managing member of Engaged Capital, may be deemed to beneficially own the securities owned directly by Engaged Capital Co-Invest VI-B for purposes of Section 16. Mr. Welling expressly disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

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- Securities held in an account separately managed by Engaged Capital (the "Engaged Capital Account"). Mr. Welling, by virtue of his position as the founder and Chief Investment Officer of Engaged Capital, the investment adviser of the Engaged Capital Account, and as
- (7) the sole member of Engaged Holdings, the managing member of Engaged Capital, may be deemed to beneficially own the securities held in the Engaged Capital Account for purposes of Section 16. Mr. Welling expressly disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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